

**EXHIBIT A**

**AFFIDAVIT OF DONALD J. MORGAN**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re	)	Chapter 11
	)	
W. R. GRACE & CO., et al.,	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
	)	
Debtors.	)	
	)	
	)	

**AFFIDAVIT OF DONALD J. MORGAN IN SUPPORT OF APPLICATION  
FOR ORDER PURSUANT TO SECTIONS 1103(a) AND 328(a)  
OF THE BANKRUPTCY CODE AND FED. R. BANKR. P. 2014 AND 2016  
AUTHORIZING RETENTION AND EMPLOYMENT OF GMA RESEARCH  
CORPORATION, AS SPECIAL CONSULTANT TO THE OFFICIAL  
COMMITTEE OF ASBESTOS PROPERTY DAMAGE CLAIMANTS**

STATE OF WASHINGTON )  
 :  
 COUNTY OF KING ) SS.:

Donald J. Morgan, being duly sworn, deposes and says:

1. I am Senior Partner and Chairman of GMA Research Corporation ("GMA"), which maintains its headquarters at 11808 Northup Way, Suite 270, Bellevue, Washington 98005, telephone: (425) 827-1251; facsimile: (425) 828-6778.

2. This affidavit is being submitted in support of the Application for Order Pursuant To Sections 1103(a) and 328(a) of the Bankruptcy Code and Fed. R. Bankr. P. 2014 and 2016 authorizing the Retention and Employment of GMA Research Corporation as Special Consultant to the Official Committee of Property Damage Claimants (the "PD Committee"), (the "Application").

3. I have personal knowledge of the facts stated herein and, if called as a witness, could competently testify thereto.

4. GMA is a national and international marketing and public opinion research firm that, among other things, conducts public surveys and studies for a wide range of commercial and non-profit organizations and associations, arts groups and government agencies. GMA was founded in 1970 and is headquartered in Bellevue, Washington. GMA also provides services as expert witness in litigation involving public opinion surveys, marketing and advertising research. Representative GMA commercial clients include Boeing, Bank of America, United Airlines, American Airlines, Federated Department Stores, Microsoft and Nintendo.

**TERMS OF GMA'S RETENTION**

5. The PD Committee requires the services of GMA to react to the Debtors' proposed notice program in respect of ZAI. The PD Committee anticipates that GMA will render special consulting services for the PD Committee as needed, including:

- (ii) Conducting by telephone a national public survey of homeowners in dwellings built prior to 1984 relating to such homeowners' awareness of the existence of ZAI in such dwellings;
- (iii) Tabulating survey results and preparing a summary report for the PD Committee on the results of the telephone survey;
- (iv) Providing expert testimony as required by the PD Committee in connection with the survey; and
- (v) Providing such other consulting and advisory services as may be requested by the PD Committee from time to time.

18. Subject to this Court's approval, GMA has agreed to be compensated for its services as follows: (i) a flat fee of \$40,000 for its services in connection with conducting the telephonic survey of homeowners and preparing the summary report; and (ii) a fixed hourly rate of \$200.00 per hour for deposition and court appearances.

19. In addition, also subject to allowance by this Court in accordance with the Administrative Fee Order and other applicable law, GMA shall bill the Debtors for reimbursement of all of its reasonable out-of-pocket expenses incurred in connection with GMA's employment.

20. No promises have been received by GMA as to compensation in connection with these cases other than as outlined in this affidavit and the Application in accordance with the provisions of the Bankruptcy Code. GMA has no agreement with any other entity to share any compensation received.

21. The terms of GMA's employment and compensation as described in this affidavit and the Application are consistent with employment and compensation arrangements typically entered into by GMA when providing such consulting services, and are competitive with those arrangements entered into by other consulting firms when rendering comparable services.

#### **DISCLOSURE CONCERNING CONFLICTS**

22. To the best of my knowledge, information and belief, insofar as I have been able to ascertain after due inquiry, the members and professionals of GMA do not have any connections with the Debtors, their creditors, any other parties in interest, their respective attorneys or accountants, the United States Trustee.

23. Given the large number of unsecured creditors and other parties in interest in the Chapter 11 Cases, there may be other unsecured creditors and parties in interest that have been served by GMA. While GMA may have provided, or may in the future provide, services to parties in interest in these cases, none of those relationships or matters have or will have any connection with the Chapter 11 Cases. GMA will file supplementary affidavits regarding this retention if additional relevant information is obtained.

24. GMA is not and was never a creditor, an equity security holder or an insider of any of the Debtors.

25. GMA is not and was not, within two years before the Petition Date, a director, officer or employee of any of the Debtors or provided services to any of the Debtors.

26. Accordingly, to the best of my knowledge, information and belief, GMA is a "disinterested person" as such term is defined by 11 U.S.C. § 101(14).

27. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this \_\_\_\_ day of January, 2005, at Bellevue, Washington

  
Donald J. Morgan